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6/15/86
10.00
Washington, D.C.

RECORDATION NO. 13317-B
Filed 1425

June 2, 1986

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INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
Constitution Avenue at 12th Street, N.W.
Washington, D.C. 20023

Attention: Ms. Mildred Lee, Room 2303

Re: Security Agreement dated as of November 12, 1981,
naming Wells Fargo Leasing Corporation as debtor--
Recordation No. 13317

Dear Ms. Lee:

Enclosed for recordation pursuant to Section 11303 of Title 49 of the United States Code are the original and one copy of a bill of sale dated as of April 30, 1986. The primary document to which this bill of sale relates is the security agreement referenced above.

The names and addresses of the parties to the bill of sale are as follows:

- (a) Vendor: Chemcredit, Inc. ("Chemcredit")
110 East 59th Street
New York, New York 10022
- (b) Purchaser: B.J.O. Corp.
300 Jericho Quadrangle
Jericho, New York 11753

Pursuant to the security agreement, Chemcredit, in its capacity as the secured party thereunder, has sold all of the debtor's right, title and interest in and to the following units of equipment to B.J.O. Corp.:

-2-

Two Hundred Seventeen (217) 100-ton, 4,750 cubic foot triple gate covered hopper cars bearing the following reporting marks and numbers:

KBSR 500122 through KBSR 500129, KBSR 500043 through KBSR 500050, KBSR 500052, KBSR 500010 through KBSR 500014, KBSR 500051, KBSR 500053 through KBSR 500061, KBSR 500064 through KBSR 500067, KBSR 500070, KBSR 500073, KBSR 500074, DR 10653 through DR 10740, RTMX 8713 through RTMX 8755.

The AAR mechanical designation for the equipment is LO.

Please record the bill of sale and, in doing so, assign it to the same recordation number assigned to the security agreement.

A short summary of the bill of sale to be included in the index follows:

Bill of Sale between Chemcredit, Inc., 110 East 59th Street, New York, New York 10022 (vendor) and B.J.O. Corp., 300 Jericho Quadrangle, Jericho, New York 11753 (purchaser), dated as of April 30, 1986, covering 217 triple gate covered hopper rail cars, related to security agreement with Recordation No. 13317.

The \$10.00 filing fee is included in the enclosed check for \$180.00, the combined recording fee for the 18 related documents enclosed herewith. Please return the original bill of sale and any copies not needed for recordation purposes to Zalkin, Rodin & Goodman, 750 Third Avenue, New York, New York 10017, (212) 682-6900, Attention: E. Lee Smith. In addition, please stamp the enclosed copy of the transmittal letter with your recording stamp and return the stamped letter to me.

Thank you for your assistance.

Sincerely,



E. Lee Smith

ELS:ab
Enclosures

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BILL OF SALE

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that CHEMCREDIT, INC. ("Chemcredit"), a New York corporation, in its capacity as the secured party (the "Secured Party") under a Security Agreement, dated as of November 12, 1981, with Wells Fargo Leasing Corporation, a Delaware corporation, as debtor (the "Debtor"), for and in consideration of the sum of Ten and 00/100 Dollars (\$10.00) and other good and valuable consideration, to it in hand paid, at or before the execution and delivery of these presents, by B.J.O. CORP., a New York corporation (the "Purchaser"), receipt of which is hereby acknowledged, has sold, and by these presents does grant and convey unto the Purchaser, its successors and assigns, all of the Debtor's right, title and interest in and to the rail cars of the Debtor identified on the annexed Exhibit A, to have and to hold the same absolutely free of the Secured Party's security interest and all security interests subordinate thereto.

This sale is made "WHERE IS," "AS IS" and without warranty or representation of any type or kind, including any warranty of merchantability or fitness for a particular purpose. The Secured Party expressly disclaims warranty of title.

TO HAVE AND TO HOLD the said rail cars unto the Purchaser, its successors and assigns, to and for its own use, forever.

IN WITNESS WHEREOF Chemcredit has caused these presents to be executed as of the 30 day of April, 1986.

CHEMCREDIT, INC

By

Title

[Signature]
Vice President

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 30 day of April, 1986, before me personally appeared Dieter Roehma, to me personally known, who being by me duly sworn, says that he is the VP of Chemcredit Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kathleen M. Wells
Notary Public

KATHLEEN M. WELLS
Notary Public, State of New York
No. 314516764
Qualified in New York County
Commission Expires March 30, 1987

EXHIBIT A

DESCRIPTION OF EQUIPMENT

217 100-ton, 4750 cubic foot triple gate covered hopper cars equipped with gravity discharge gates and fiber-glass covers manufactured by Richmond Tank Car Company as follows:

Reporting Marks and Nos.

KBSR 500122	DR 10653
KBSR 500123	DR 10654
KBSR 500124	DR 10655
KBSR 500125	DR 10656
KBSR 500126	DR 10657
KBSR 500127	DR 10658
KBSR 500128	DR 10659
KBSR 500129	DR 10660
KBSR 500043	DR 10661
KBSR 500044	DR 10662
KBSR 500045	DR 10663
KBSR 500046	DR 10664
KBSR 500047	DR 10665
KBSR 500048	DR 10666
KBSR 500049	DR 10667
KBSR 500050	DR 10668
KBSR 500052	DR 10669
KBSR 500010	DR 10670
KBSR 500011	DR 10671
KBSR 500012	DR 10672
KBSR 500013	DR 10673
KBSR 500014	DR 10674
KBSR 500051	DR 10675
KBSR 500053	DR 10676
KBSR 500054	DR 10677
KBSR 500055	DR 10678
KBSR 500056	DR 10679
KBSR 500057	DR 10680
KBSR 500058	DR 10681
KBSR 500059	DR 10682
KBSR 500060	DR 10683
KBSR 500061	DR 10684
KBSR 500064	DR 10685
KBSR 500065	DR 10686
KBSR 500066	DR 10687
KBSR 500067	DR 10688
KBSR 500070	DR 10689
KBSR 500073	DR 10690
KBSR 500074	DR 10691
	DR 10692
	DR 10693
	DR 10694
	DR 10695
	DR 10696
	DR 10697
	DR 10698
	DR 10699
	DR 10700

Reporting Marks and Nos.

RTMX 8713	DR 10701
RTMX 8714	DR 10702
RTMX 8715	DR 10703
RTMX 8716	DR 10704
RTMX 8717	DR 10705
RTMX 8718	DR 10706
RTMX 8719	DR 10707
RTMX 8720	DR 10708
RTMX 8721	DR 10709
RTMX 8722	DR 10710
RTMX 8723	DR 10711
RTMX 8724	DR 10712
RTMX 8725	DR 10713
RTMX 8726	DR 10714
RTMX 8727	DR 10715
RTMX 8728	DR 10716
RTMX 8729	DR 10717
RTMX 8730	DR 10718
RTMX 8731	DR 10719
RTMX 8732	DR 10720
RTMX 8733	DR 10721
RTMX 8734	DR 10722
RTMX 8735	DR 10723
RTMX 8736	DR 10724
RTMX 8737	DR 10725
RTMX 8738	DR 10726
RTMX 8739	DR 10727
RTMX 8740	DR 10728
RTMX 8741	DR 10729
RTMX 8742	DR 10730
RTMX 8743	DR 10731
RTMX 8744	DR 10732
RTMX 8745	DR 10733
RTMX 8746	DR 10734
RTMX 8747	DR 10735
RTMX 8748	DR 10736
RTMX 8749	DR 10737
RTMX 8750	DR 10738
RTMX 8751	DR 10739
RTMX 8752	DR 10740
RTMX 8753	
RTMX 8754	
RTMX 8755	

Reporting Marks and Nos.

DR 500001
DR 500023
DR 500026
DR 500027
DR 500035
DR 500036
DR 500048
DR 500049
DR 500052
DR 500062
DR 500063
DR 500068
DR 500069
DR 500071
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DR 500141